

BETHEL PARK SOCCER ASSOCIATION BYLAWS



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ARTICLE 1 - NAME

This organization shall be known as Bethel Park Soccer Association (hereinafter "BPSA").

ARTICLE 2 - PURPOSE

The BPSA shall develop, promote and administer a youth soccer program for players residing primarily in Bethel Park, Pennsylvania on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of BPSA.

ARTICLE 3 – MISSION

The mission of the BPSA is to provide a quality soccer program at a fun as well as competitive level for the residents of Bethel Park, PA.

ARTICLE 4 - OFFICES

The principal office of the BPSA shall be located in the State of Pennsylvania at P.O. Box 94, Bethel Park, PA 15102. The address of the resident agent of the BPSA required by the Pennsylvania Not-For-Profit Corporation Act of 1988 may be, but need not be, identical with the principal office of the BPSA. The address of the principal office and the designation of the resident agent may be changed as authorized by the Board of Directors.

ARTICLE 5 - OPERATIONS

The seasonal playing year of the BPSA shall begin on the first day of August in each year and end on the last day of July in the following year. The fiscal year will begin on the first day of July and end on the last day of June of every calendar year.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and the like of BPSA will be signed by the treasurer or by such person or persons designated by the Board. All significant contracts, leases, or other documents, or other instruments executed in the name of and on behalf of BPSA will be signed by the President or Vice-President and one other officer of BPSA. All such contracts should be approved by a resolution of the Board of Directors. A "significant contract" shall be any contract requiring BPSA to spend greater than \$1,000 or any contract with a term of greater than three months. The Board of Directors may revise the above criteria defining a "significant contract" by resolution adopted from time to time, and create other policies for approving contracts as the board deems appropriate.

This Association will keep correct and complete books and records of account, and will keep minutes of the proceedings of its Members and Board of Directors. The Association will keep at its principal place of business a register giving the names and addresses of each Member and each Director, and the original or a copy of its By-laws including amendments to date certified by the Secretary of the Corporation.

All books and records of this Association may be inspected by any Director for any proper purpose at any reasonable time on written demand stating the purpose of this inspection.

ARTICLE 6 - MEMBERSHIPS

The BPSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

Membership

- **Types of Members/Memberships** - The BPSA is comprised of Members. Members are Parent(s), Legal Guardians or Representatives of a Player(s) registered with the BPSA who have paid the activity fee as set by the board of directors. The activity fee shall be due and payable at the time of registration, generally in the spring and/or fall of the year.
- **Adherence to Standards** - Each Member will adhere to the Bylaws, policies and procedures of the BPSA and all applicable soccer associations.
- **Rights of a Member** - Members in good standing with the BPSA shall have the right to vote for the Director of the BPSA at the annual general meeting. Members may also attend any of the general board meetings.

Membership Meetings

- **Annual General Meeting of Members** - The BPSA shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Notice will be given by website and/or e-mail to all members who are registered on the BPSA website.
- **Special Meetings** - The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Notice will be given by website or e-mail to all members registered on the BPSA website at least seven (7) days prior to the meeting.
- **Quorum** - A quorum for a membership meeting shall consist of at least five (5) Members present or voting by proxy.

- **Majority Vote Requirement** - Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

ARTICLE 7 - BOARD OF DIRECTORS

General Authority

The business, property and affairs of the BPSA shall be managed and controlled by a Board of Directors. All authority of the BPSA shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of the BPSA, including but not limited to decisions affecting membership status and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with these activities to such committees and/or individuals as it deems appropriate.

Any action required by law or under the Articles of Incorporation of this Corporation or these By-laws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Directors in office, and filed with the Secretary of the BPSA.

No contract or transaction between BPSA and one or more of its Directors or Officers, or between BPSA and any other corporation, partnership, association, or other organization in which one of more of the Directors or Officers are also directors or officers, or have a financial interest, shall be void or void able solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because these votes are counted for such purpose, if:

- The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- The contract or transaction is fair as to BPSA as of the time it is authorized, approved or ratified, by the Board of Directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in this section.

Board Composition

There shall be no less than three (3) or more than fifteen (15) Directors of the BPSA, which number may be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be reduced to less than three (3) nor increased to more than fifteen (15) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Qualifications of Board of Directors

- No person convicted of a felony within the previous ten- (10) years may serve as a member of the Board. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.
- Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months shall be deemed to have immediately resigned as a member of the Board and will be given written notice.
- Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with the BPSA in any form, unless the Board member has provided full disclosure and received is authorized, approved or ratified by a majority of non-interested members of the Board.

Meetings

- Regular Meetings - The Board shall hold regular meetings as specified by the president. The President shall determine the date, time, and location of these meetings which will be posted to the BPSA web site no less than seven (7) days prior to the meeting.
- Special Meetings - Meetings for a special purpose may be called by the President or upon written application by one quarter of the Directors. A minimum seven (7) days notice of meetings for a special purpose shall be given, published the BPSA website and notification sent to all registered e-mail addresses from the website. The notice will be deemed to be delivered when sent to such address. The notice will state the business to be transacted and/or the purpose of the meeting.

- Special Meeting Attendance – The attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- Meeting Minutes - Minutes of all meetings shall be maintained on the association web site for a minimum of three years. Members will be notified via e-mail that the minutes are available once they are approved by the board.

Quorum and Voting Requirements

- Quorum - A quorum, consisting of 1/3 of the Board, must be present at all times during Board meetings in order to conduct business
- Votes - A member of the Board shall have one (1) vote
- Vote Required - A majority vote of the Directors present at the meeting shall be required for any action of the Board, unless otherwise specified in these Bylaws
- Act of a Majority - The act of a majority of the Directors voting at the meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Non-profit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these By-laws.

Officers

The Officers of the BPSA shall consist of the President, Vice President, Secretary, and Treasurer. Officers shall be elected by vote of the Board of Directors following the Annual General Meeting. A majority, two-thirds, of the BPSA Board shall be residents of Bethel Park.

President

The President of the BPSA shall have the following duties and responsibilities:

- To oversee and coordinate the activities of the BPSA.
- To preside at all Board and membership meetings.
- Serve (or delegate to other Board members to serve) as an ex-officio member of all the BPSA'S committees, except the Nominating Committee.
- Appoint special or ad hoc committees and committee chairs, subject to Board approval.
- Attend all meetings required by Bethel Park affiliations or send a representative.

Vice President

The Vice President of the BPSA shall have the following duties and responsibilities:

- Assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.

Secretary

The Secretary of the BPSA shall have the following duties and responsibilities:

- Maintain the official records of the BPSA.
- Be responsible for recording the minutes of all the BPSA'S Board and membership meetings except for committee meetings and posting to the web site.

Treasurer

The Treasurer of the BPSA shall have the following duties and responsibilities:

- Ensure the sound financial operation of the BPSA.
- Oversee the financial (including budget process) policies and procedures for the BPSA.
- Sign money disbursements made in the name of the BPSA.
- Present a statement of account at every regular meeting of the BPSA or the Board and at other times when requested by the Board. Make a full report at the Annual General Meeting.

Executive Committee

The officers, president, vice-president, secretary and treasurer, serve as the members of the Executive Committee. The Board of Directors may authorize the executive committee to act on its behalf. In such cases, the executive committee will only retain such power and authority as specifically directed by the Board of Directors and will report to the Board on all actions taken.

Terms of Office

Directors of the BPSA shall take office at the close of the meeting at which they are elected by the Membership at the Annual General Meeting, or immediately upon appointment in order to fill a vacancy. Directors shall serve a one-year term of office or until their successors are elected.

There is no limit on the number of years a member may serve on the board.

Any elected Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association; unless some later time is stated in the resignation and then from that date. The acceptance of the resignation shall not be required to make it effective.

Any elected Director or Officer may be removed from office, without the assignment of cause, by a vote of a majority of the Directors in office, whenever in their judgment the best interests of the Association will be so served, at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director or Officer has been included in the notice of the meeting. No Director or Officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Any vacancy occurring on the Board of Directors, and any Director to be filled by the reason of an increase in the number of Directors, will be filled by election by a majority of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Vacancies

Vacancies during the term of any Director or officer shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

Nominations and Elections

Each year at the Annual General Meeting, all Directors positions will be filled through an election. The Nominating Committee shall present a list of proposed candidates for the board to approve the members at least 30 days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members prior to the Annual General Meeting, which shall include at least one (1) name for each position to be filled. The election of Directors shall occur at the Annual General Meeting by secret ballot. The Directors receiving the highest number of votes of those members voting, in person or by proxy shall be elected to the board of directors; provided that a quorum of members is first determined to be present, in person or by proxy.

Committees

The BPSA may establish such standing committees and special committees as necessary. The Board President shall appoint all standing and special committees and committee chairs, subject to Board approval. The Chair of the committee serves at the pleasure of the President of the BPSA.

ARTICLE 7 - INDEMNIFICATIONS

A Director or Officer shall not be personally liable for monetary damages as a Director or Officer for any action taken, or any failure to take any action, unless:

- The Director or Officer has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Non-Profit Corporation Act and any amendments and successor acts thereto; and
- The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to:

- The responsibility or liability of a Director pursuant to any criminal statute, or;
- The liability of a Director for the payment of taxes pursuant to local, state, or federal law.

The Association shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) by reason of the fact that such person is or was a representative of the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue, or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas of Allegheny County or other court shall deem proper.

Unless ordered by a court, any indemnification under this article or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that article. Such determination shall be made:

- By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law. The Association may under the procedure set forth in this Article extend the protection to any volunteer, coach, employee or representative of the Association.

ARTICLE 8 - AMENDMENTS TO BYLAWS

- Bylaws may be amended by the Board of Directors and must be approved by 2/3 of the Board.
- Any proposed amendments of the BPSA'S Bylaws or Constitution shall be submitted in writing to the Board at least sixty (60) days prior to any Board meeting at which the proposed amendments will be submitted for a vote.
- Notice of any proposed Bylaw amendment must then be given to Members at least thirty (30) days prior to any Annual General Meeting membership meeting called or held to

consider such proposed amendment. In order to adopt the proposed Bylaw, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

- Any proposed Bylaw which is approved in accordance these bylaws will become effective on the date specified by the Board unless otherwise adopted by amendment and approved at the time of the vote.

ARTICLE 10 - EXEMPT STATUS

Any and all assets of the BPSA are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). The BPSA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of the BPSA, except that the BPSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of the BPSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the BPSA shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. In the event the BPSA is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of the BPSA or make adequate provisions therefore and distribute all remaining assets of The BPSA to an organization or organizations engaged in activities substantially similar to those of The BPSA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).

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Revision History		
Date	Change Description	Author
4/09/2004	Created original document from template and made initial changes to represent the workings of the BPSA	Mark Vescovi
8/11/2004	Add article 11 – RISK MANAGEMENT and article 12 – HEARINGS AND APPEALS to be consistent with recommendations from PA West and address risk to the BPSA. These were reviewed and approved by the board at the XXXX meeting.	Mark Vescovi
8/23/2004	Removed several references to time to time and consolidated public relations with public relations and fund raising – recommendations from Robert Monte review of the document.	Mark Vescovi
10/23/2004	Removed articles 11 and 12 based on the recommendations from John Lydon and incorporated major changes that were also recommended by John.	Mark Vescovi